

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-242-8062 • Fax (850) 222-1222

P99000080455

Offshore Closing &
title Services Co.

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*****43.75 *****43.75

File
1st

Art of Inc. File dess

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
99 DEC 16 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 16 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by: CS

Name

Date 12/16

Time 9:57

Walk-In

Will Pick Up PPR 12/17/99

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
OFFSHORE CLOSING & TITLE SERVICES CO.**

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: _____

FILED
99 DEC 16 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is: OFFSHORE CLOSING & TITLE SERVICES CO.

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Samuel A. Block	President	2127 10th Avenue Vero Beach, FL 32960
David R. Langfitt, Jr.	Vice President	2127 10th Avenue Vero Beach, FL 32960
Denise R. Brooks	Secretary/Treasurer	2127 10th Avenue Vero Beach, FL 32960

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Samuel A. Block	2127 10th Avenue Vero Beach, FL 32960
David R. Langfitt, Jr.	2127 10th Avenue Vero Beach, FL 32960
Denise R. Brooks	2127 10th Avenue Vero Beach, FL 32960

4. Dissolution was authorized on December 10, 1999.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on December 10, 1999. A copy of the resolution is attached to these articles.

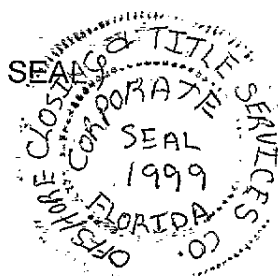
Dated: December 14, 1999

ATTEST:

Denise Brooks
DENISE BROOKS, Secretary

Samuel A. Block
SAMUEL A. BLOCK, President

(CORPORATE SEAL)



STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared SAMUEL A. BLOCK, who is personally known to me and/or who produced _____ as identification, and who executed the foregoing instrument as President of OFFSHORE CLOSING & TITLE SERVICES CO., a Florida corporation, and who acknowledged to and before me that he executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 14th day of December, 1999.



Patti A. Bachman
MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Patti A. Bachman
Notary Public, State of Florida
PATTI A. BACHMAN
Printed Name of Notary
My Commission Expires:

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared DENISE BROOKS, who is personally known to me
and/or who produced _____ as identification, and who
executed the foregoing instrument as Secretary of OFFSHORE CLOSING & TITLE
SERVICES CO. a Florida corporation, and who acknowledged to and before me that she
executed such instrument as Secretary of said Corporation, and that the seal affixed to the
foregoing instrument is the corporate seal of said Corporation and that it was affixed to said
instrument by due and regular corporate authority, and that said instrument is the free act
and deed of said Corporation.

WITNESS my hand and official seal, this 14th day of December, 1999.



(SEAL) Patti A. Bachman
MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Patti A. Bachman
Notary Public, State of Florida

PATTI A. BACHMAN
Printed Name of Notary
My Commission Expires:

SHAREHOLDERS' RESOLUTION APPROVING DISSOLUTION

Since the Board of Directors of the corporation, at a meeting held on December 10, 1999, at 2127 10th Avenue, Vero Beach, FL 32960, adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Since the undersigned, being the majority shareholders of the outstanding shares of the corporation, voted to authorize dissolution; it is

RESOLVED, that OFFSHORE CLOSING & TITLE SERVICES CO., a Florida corporation, be dissolved; and

FURTHER RESOLVED, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except any action that may be necessary to wind up and liquidate the corporation's business and affairs, and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

DATED: December 10, 1999

OFFSHORE CLOSING & TITLE SERVICES
CO., a Florida corporation

ATTEST:



DENISE BROOKS, Secretary

By: 
SAMUEL A. BLOCK, President

(CORPORATE SEAL)

99 DEC 16 PM 4:48
FILED
TALLAHASSEE, FLORIDA

WRITTEN ACTION OF DIRECTORS
of
OFFSHORE CLOSING & TITLE SERVICES CO.

Pursuant to §607.1402, Florida Statutes, the undersigned being all of the Directors of OFFSHORE CLOSING & TITLE SERVICES CO., a Florida corporation, hereby take the following action in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

BE IT RESOLVED that OFFSHORE CLOSING & TITLE SERVICES CO., be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, subject to ratification, approval and adoption by the Shareholders of OFFSHORE CLOSING & TITLE SERVICES CO., that the complete liquidation and dissolution of the Corporation be effected under the Plan of Complete Liquidation and Dissolution attached hereto and incorporated herein by reference as Exhibit "A"; and

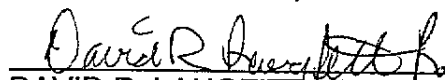
BE IT FURTHER RESOLVED that a special meeting of the Shareholders be called for the 10th day of December, 1999, for the purpose of submitting the attached Plan of Complete Liquidation and Dissolution to the Shareholders for ratification, approval and adoption; and

BE IT FURTHER RESOLVED that if the foregoing plan of complete liquidation and dissolution is ratified, approved and adopted by the Shareholders, the Officers and Directors of the Corporation be authorized, empowered and directed to do any and all things in its name and behalf which they necessary and advisable to carry out the purposes and intentions of such plan.

DATED at Vero Beach, Florida, this 10th day of December, 1999.



SAMUEL A. BLOCK, Director



DAVID R. LANGFITT, JR., Director



DENISE BROOKS, Director

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF OFFSHORE CLOSING & TITLE SERVICES CO.

This Plan of Complete Liquidation (hereinafter called the "Plan") is for the purpose of effecting the complete liquidation and dissolution of **OFFSHORE CLOSING & TITLE SERVICES CO.** (hereinafter called the "Company"), in accordance with §607.1402, Florida Statutes, pursuant to the following steps:

1. **Plan of Liquidation.** The Company has issued 55,278 outstanding shares of common stock, with a par value of One Dollar (\$1.00) each. The Company will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholders of the Corporation.
2. **Negotiation of Terms by Officers and Directors.** The Officers and Directors of the Company are authorized, from time to time, to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as they, in their discretion, shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholders of the Company.
3. **Intermediate Distributions.** The Directors may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.
4. **Payment of Liabilities.** As of the date of this Plan, the Company has no assets remaining to distribute to the shareholders.
5. **Cancellation of Outstanding Shares.** The complete liquidation shall be in exchange solely for and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.
6. **Dissolution.** The Officers and Directors of the Company shall proceed with the voluntary dissolution of the Company pursuant to §607.1402 of the Statutes of the State of Florida, at such time, not later than twelve (12) months after the adoption of this

EXHIBIT "A"

Plan by the shareholders, as they may deem appropriate, and may withdraw the Company from qualification in any other State whenever they deem such action appropriate.

7. **Authorization to Execute and File Documents.** The Officers and Directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.

8. **Authorization of Necessary Acts.** The Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith and any expenses or liabilities so incurred by them shall be that of the Company.

9. **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the 12-month period beginning on the date of the adoption of the Plan by the Shareholders, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

10. **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of Section 331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.

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